

B1 (Official Form 1) (04/13)

United States Bankruptcy Court SOUTHERN DISTRICT OF TEXAS HOUSTON DIVISION				Voluntary Petition	
Name of Debtor (if individual, enter Last, First, Middle): Helia Tec Resources, Inc.			Name of Joint Debtor (Spouse) (Last, First, Middle):		
All Other Names used by the Debtor in the last 8 years (include married, maiden, and trade names):			All Other Names used by the Joint Debtor in the last 8 years (include married, maiden, and trade names):		
Last four digits of Soc. Sec. or Individual-Taxpayer I.D. (ITIN)/Complete EIN (if more than one, state all): 61-1516491			Last four digits of Soc. Sec. or Individual-Taxpayer I.D. (ITIN)/Complete EIN (if more than one, state all):		
Street Address of Debtor (No. and Street, City, and State): 1770 St. James Place, Suite 205 Houston, TX			Street Address of Joint Debtor (No. and Street, City, and State):		
ZIP CODE 77056			ZIP CODE		
County of Residence or of the Principal Place of Business: Harris			County of Residence or of the Principal Place of Business:		
Mailing Address of Debtor (if different from street address):			Mailing Address of Joint Debtor (if different from street address):		
ZIP CODE			ZIP CODE		
Location of Principal Assets of Business Debtor (if different from street address above):					
ZIP CODE					
Type of Debtor (Form of Organization) (Check one box.) <input type="checkbox"/> Individual (includes Joint Debtors) <i>See Exhibit D on page 2 of this form.</i> <input checked="" type="checkbox"/> Corporation (includes LLC and LLP) <input type="checkbox"/> Partnership <input type="checkbox"/> Other (If debtor is not one of the above entities, check this box and state type of entity below.)		Nature of Business (Check one box.) <input type="checkbox"/> Health Care Business <input type="checkbox"/> Single Asset Real Estate as defined in 11 U.S.C. § 101(51B) <input type="checkbox"/> Railroad <input type="checkbox"/> Stockbroker <input type="checkbox"/> Commodity Broker <input type="checkbox"/> Clearing Bank <input checked="" type="checkbox"/> Other		Chapter of Bankruptcy Code Under Which the Petition is Filed (Check one box.) <input type="checkbox"/> Chapter 7 <input type="checkbox"/> Chapter 9 <input checked="" type="checkbox"/> Chapter 11 <input type="checkbox"/> Chapter 12 <input type="checkbox"/> Chapter 13 <input type="checkbox"/> Chapter 15 Petition for Recognition of a Foreign Main Proceeding <input type="checkbox"/> Chapter 15 Petition for Recognition of a Foreign Nonmain Proceeding	
Chapter 15 Debtors Country of debtor's center of main interests: Each country in which a foreign proceeding by, regarding, or against debtor is pending:		Tax-Exempt Entity (Check box, if applicable.) <input type="checkbox"/> Debtor is a tax-exempt organization under title 26 of the United States Code (the Internal Revenue Code).		Nature of Debts (Check one box.) <input type="checkbox"/> Debts are primarily consumer debts, defined in 11 U.S.C. § 101(8) as "incurred by an individual primarily for a personal, family, or household purpose." <input checked="" type="checkbox"/> Debts are primarily business debts.	
Filing Fee (Check one box.) <input checked="" type="checkbox"/> Full Filing Fee attached. <input type="checkbox"/> Filing Fee to be paid in installments (applicable to individuals only). Must attach signed application for the court's consideration certifying that the debtor is unable to pay fee except in installments. Rule 1006(b). See Official Form 3A. <input type="checkbox"/> Filing Fee waiver requested (applicable to chapter 7 individuals only). Must attach signed application for the court's consideration. See Official Form 3B.		Check one box: Chapter 11 Debtors <input type="checkbox"/> Debtor is a small business debtor as defined by 11 U.S.C. § 101(51D). <input checked="" type="checkbox"/> Debtor is not a small business debtor as defined in 11 U.S.C. § 101(51D). Check if: <input checked="" type="checkbox"/> Debtor's aggregate noncontingent liquidated debts (excluding debts owed to insiders or affiliates) are less than \$2,490,925 (amount subject to adjustment on 4/01/16 and every three years thereafter). Check all applicable boxes: <input type="checkbox"/> A plan is being filed with this petition. <input type="checkbox"/> Acceptances of the plan were solicited prepetition from one or more classes of creditors, in accordance with 11 U.S.C. § 1126(b).			
Statistical/Administrative Information <input checked="" type="checkbox"/> Debtor estimates that funds will be available for distribution to unsecured creditors. <input type="checkbox"/> Debtor estimates that, after any exempt property is excluded and administrative expenses paid, there will be no funds available for distribution to unsecured creditors.					THIS SPACE IS FOR COURT USE ONLY
Estimated Number of Creditors <input type="checkbox"/> 1-49 <input checked="" type="checkbox"/> 50-99 <input type="checkbox"/> 100-199 <input type="checkbox"/> 200-999 <input type="checkbox"/> 1,000-5,000 <input type="checkbox"/> 5,001-10,000 <input type="checkbox"/> 10,001-25,000 <input type="checkbox"/> 25,001-50,000 <input type="checkbox"/> 50,001-100,000 <input type="checkbox"/> Over 100,000					
Estimated Assets <input type="checkbox"/> \$0 to \$50,000 <input type="checkbox"/> \$50,001 to \$100,000 <input type="checkbox"/> \$100,001 to \$500,000 <input type="checkbox"/> \$500,001 to \$1 million <input type="checkbox"/> \$1,000,001 to \$10 million <input checked="" type="checkbox"/> \$10,000,001 to \$50 million <input type="checkbox"/> \$50,000,001 to \$100 million <input type="checkbox"/> \$100,000,001 to \$500 million <input type="checkbox"/> \$500,000,001 to \$1 billion <input type="checkbox"/> More than \$1 billion					
Estimated Liabilities <input type="checkbox"/> \$0 to \$50,000 <input type="checkbox"/> \$50,001 to \$100,000 <input type="checkbox"/> \$100,001 to \$500,000 <input type="checkbox"/> \$500,001 to \$1 million <input checked="" type="checkbox"/> \$1,000,001 to \$10 million <input type="checkbox"/> \$10,000,001 to \$50 million <input type="checkbox"/> \$50,000,001 to \$100 million <input type="checkbox"/> \$100,000,001 to \$500 million <input type="checkbox"/> \$500,000,001 to \$1 billion <input type="checkbox"/> More than \$1 billion					

Voluntary Petition <i>(This page must be completed and filed in every case.)</i>		Name of Debtor(s): Helia Tec Resources, Inc.	
All Prior Bankruptcy Cases Filed Within Last 8 Years (If more than two, attach additional sheet.)			
Location Where Filed:	Case Number:	Date Filed:	
Location Where Filed:	Case Number:	Date Filed:	
Pending Bankruptcy Case Filed by any Spouse, Partner or Affiliate of this Debtor (If more than one, attach additional sheet.)			
Name of Debtor:	Case Number:	Date Filed:	
District:	Relationship:	Judge:	
Exhibit A (To be completed if debtor is required to file periodic reports (e.g., forms 10K and 10Q) with the Securities and Exchange Commission pursuant to Section 13 or 15(d) of the Securities Exchange Act of 1934 and is requesting relief under chapter 11.) <input type="checkbox"/> Exhibit A is attached and made a part of this petition.		Exhibit B (To be completed if debtor is an individual whose debts are primarily consumer debts.) I, the attorney for the petitioner named in the foregoing petition, declare that I have informed the petitioner that [he or she] may proceed under chapter 7, 11, 12, or 13 of title 11, United States Code, and have explained the relief available under each such chapter. I further certify that I have delivered to the debtor the notice required by 11 U.S.C. § 342(b). <div style="text-align: right;"> X _____ Date </div>	
Exhibit C Does the debtor own or have possession of any property that poses or is alleged to pose a threat of imminent and identifiable harm to public health or safety? <input type="checkbox"/> Yes, and Exhibit C is attached and made a part of this petition. <input checked="" type="checkbox"/> No.			
Exhibit D (To be completed by every individual debtor. If a joint petition is filed, each spouse must complete and attach a separate Exhibit D.) <input type="checkbox"/> Exhibit D, completed and signed by the debtor, is attached and made a part of this petition. If this is a joint petition: <input type="checkbox"/> Exhibit D, also completed and signed by the joint debtor, is attached and made a part of this petition.			
Information Regarding the Debtor - Venue (Check any applicable box.)			
<input checked="" type="checkbox"/> Debtor has been domiciled or has had a residence, principal place of business, or principal assets in this District for 180 days immediately preceding the date of this petition or for a longer part of such 180 days than in any other District.			
<input type="checkbox"/> There is a bankruptcy case concerning debtor's affiliate, general partner, or partnership pending in this District.			
<input type="checkbox"/> Debtor is a debtor in a foreign proceeding and has its principal place of business or principal assets in the United States in this District, or has no principal place of business or assets in the United States but is a defendant in an action or proceeding [in a federal or state court] in this District, or the interests of the parties will be served in regard to the relief sought in this District.			
Certification by a Debtor Who Resides as a Tenant of Residential Property (Check all applicable boxes.)			
<input type="checkbox"/> Landlord has a judgment against the debtor for possession of debtor's residence. (If box checked, complete the following.) <div style="text-align: right;"> _____ (Name of landlord that obtained judgment) </div> <div style="text-align: right;"> _____ (Address of landlord) </div>			
<input type="checkbox"/> Debtor claims that under applicable nonbankruptcy law, there are circumstances under which the debtor would be permitted to cure the entire monetary default that gave rise to the judgment for possession, after the judgment for possession was entered, and			
<input type="checkbox"/> Debtor has included with this petition the deposit with the court of any rent that would become due during the 30-day period after the filing of the petition.			
<input type="checkbox"/> Debtor certifies that he/she has served the Landlord with this certification. (11 U.S.C. § 362(l)).			

Voluntary Petition*(This page must be completed and filed in every case)*Name of Debtor(s): **Helia Tec Resources, Inc.****Signatures****Signature(s) of Debtor(s) (Individual/Joint)**

I declare under penalty of perjury that the information provided in this petition is true and correct.

[If petitioner is an individual whose debts are primarily consumer debts and has chosen to file under chapter 7] I am aware that I may proceed under chapter 7, 11, 12 or 13 of title 11, United States Code, understand the relief available under each such chapter, and choose to proceed under chapter 7.

[If no attorney represents me and no bankruptcy petition preparer signs the petition] I have obtained and read the notice required by 11 U.S.C. § 342(b).

I request relief in accordance with the chapter of title 11, United States Code, specified in this petition.

X _____**X** __________
Telephone Number (If not represented by attorney)_____
Date**Signature of a Foreign Representative**

I declare under penalty of perjury that the information provided in this petition is true and correct, that I am the foreign representative of a debtor in a foreign proceeding, and that I am authorized to file this petition.

(Check only one box.)

☐ I request relief in accordance with chapter 15 of title 11, United States Code. Certified copies of the documents required by 11 U.S.C. § 1515 are attached.

☐ Pursuant to 11 U.S.C. § 1511, I request relief in accordance with the chapter of title 11 specified in this petition. A certified copy of the order granting recognition of the foreign main proceeding is attached.

X _____

(Signature of Foreign Representative)

(Printed Name of Foreign Representative)_____
Date**Signature of Attorney***

X /s/ Richard Lee Fuqua II
Richard Lee Fuqua II Bar No. **07552300**

Fuqua & Associates, P.C.
5005 Riverway, Suite 250
Houston, TX 77056

Phone No. **(713) 960-0277** Fax No. **(713) 960-1064**_____
10/3/2013_____
Date

*In a case in which § 707(b)(4)(D) applies, this signature also constitutes a certification that the attorney has no knowledge after an inquiry that the information in the schedules is incorrect.

Signature of Debtor (Corporation/Partnership)

I declare under penalty of perjury that the information provided in this petition is true and correct, and that I have been authorized to file this petition on behalf of the debtor.

The debtor requests relief in accordance with the chapter of title 11, United States Code, specified in this petition.

Helia Tec Resources, Inc.

X /s/ Cary E. Hughes
Signature of Authorized Individual

Cary E. Hughes

Printed Name of Authorized Individual

President

Title of Authorized Individual

10/3/2013_____
Date**Signature of Non-Attorney Bankruptcy Petition Preparer**

I declare under penalty of perjury that: (1) I am a bankruptcy petition preparer as defined in 11 U.S.C. § 110; (2) I prepared this document for compensation and have provided the debtor with a copy of this document and the notices and information required under 11 U.S.C. §§ 110(b), 110(h), and 342(b); and, (3) if rules or guidelines have been promulgated pursuant to 11 U.S.C. § 110(h) setting a maximum fee for services chargeable by bankruptcy petition preparers, I have given the debtor notice of the maximum amount before preparing any document for filing for a debtor or accepting any fee from the debtor, as required in that section. Official Form 19 is attached.

Printed Name and title, if any, of Bankruptcy Petition Preparer

Social-Security number (If the bankruptcy petition preparer is not an individual, state the Social-Security number of the officer, principal, responsible person or partner of the bankruptcy petition preparer.) (Required by 11 U.S.C. § 110.)

Address**X** __________
Date

Signature of bankruptcy petition preparer or officer, principal, responsible person, or partner whose Social-Security number is provided above.

Names and Social-Security numbers of all other individuals who prepared or assisted in preparing this document unless the bankruptcy petition preparer is not an individual.

If more than one person prepared this document, attach additional sheets conforming to the appropriate official form for each person.

A bankruptcy petition preparer's failure to comply with the provisions of title 11 and the Federal Rules of Bankruptcy Procedure may result in fines or imprisonment or both. 11 U.S.C. § 110; 18 U.S.C. § 156.

B6A (Official Form 6A) (12/07)

In re **Helia Tec Resources, Inc.**Case No. _____
(if known)**SCHEDULE A - REAL PROPERTY**

Description and Location of Property	Nature of Debtor's Interest in Property		Current Value of Debtor's Interest in Property, Without Deducting Any Secured Claim or Exemption	Amount Of Secured Claim
None				
Total:			\$0.00	

(Report also on Summary of Schedules)

B6B (Official Form 6B) (12/07)

In re **Helia Tec Resources, Inc.**Case No. _____
(if known)**SCHEDULE B - PERSONAL PROPERTY**

Type of Property	None	Description and Location of Property	Current Value of Debtor's Interest in Property, Without Deducting any Secured Claim or Exemption
1. Cash on hand.	X		
2. Checking, savings or other financial accounts, certificates of deposit or shares in banks, savings and loan, thrift, building and loan, and home-stead associations, or credit unions, brokerage houses, or cooperatives.		Wells Fargo Checking #xxxxxx9463	(\$3.92)
		Wells Fargo Savings #xxxxxx7970	\$7.06
3. Security deposits with public utilities, telephone companies, landlords, and others.		1770 St. James Limited Partnership	\$2,331.88
4. Household goods and furnishings, including audio, video and computer equipment.	X		
5. Books; pictures and other art objects; antiques; stamp, coin, record, tape, compact disc, and other collections or collectibles.	X		
6. Wearing apparel.	X		
7. Furs and jewelry.	X		
8. Firearms and sports, photographic, and other hobby equipment.	X		
9. Interests in insurance policies. Name insurance company of each policy and itemize surrender or refund value of each.	X		
10. Annuities. Itemize and name each issuer.	X		

B6B (Official Form 6B) (12/07) -- Cont.

In re **Helia Tec Resources, Inc.**Case No. _____
(if known)**SCHEDULE B - PERSONAL PROPERTY**

Continuation Sheet No. 1

Type of Property	None	Description and Location of Property	Current Value of Debtor's Interest in Property, Without Deducting any Secured Claim or Exemption
11. Interests in an education IRA as defined in 26 U.S.C. § 530(b)(1) or under a qualified State tuition plan as defined in 26 U.S.C. § 529(b)(1). Give particulars. (File separately the record(s) of any such interest(s). 11 U.S.C. § 521(c).)	X		
12. Interests in IRA, ERISA, Keogh, or other pension or profit sharing plans. Give particulars.	X		
13. Stock and interests in incorporated and unincorporated businesses. Itemize.		1.20% IPI Percentage ("IPI Percentage"), Sponsor and Operator InterOil Corporation (NYSE: IOC)	\$9,155,724.00
14. Interests in partnerships or joint ventures. Itemize.	X		
15. Government and corporate bonds and other negotiable and non-negotiable instruments.	X		
16. Accounts receivable.		Pacific LNG Operations, Ltd. ("PIA Deposit")	\$7,000,000.00
17. Alimony, maintenance, support, and property settlements to which the debtor is or may be entitled. Give particulars.	X		
18. Other liquidated debts owed to debtor including tax refunds. Give particulars.	X		

B6B (Official Form 6B) (12/07) -- Cont.

In re **Helia Tec Resources, Inc.**Case No. _____
(if known)**SCHEDULE B - PERSONAL PROPERTY***Continuation Sheet No. 2*

Type of Property	None	Description and Location of Property	Current Value of Debtor's Interest in Property, Without Deducting any Secured Claim or Exemption
19. Equitable or future interests, life estates, and rights or powers exercisable for the benefit of the debtor other than those listed in Schedule A - Real Property.	X		
20. Contingent and noncontingent interests in estate of a decedent, death benefit plan, life insurance policy, or trust.	X		
21. Other contingent and unliquidated claims of every nature, including tax refunds, counterclaims of the debtor, and rights to setoff claims. Give estimated value of each.	X		
22. Patents, copyrights, and other intellectual property. Give particulars.	X		
23. Licenses, franchises, and other general intangibles. Give particulars.	X		
24. Customer lists or other compilations containing personally identifiable information (as defined in 11 U.S.C. § 101(41A)) provided to the debtor by individuals in connection with obtaining a product or service from the debtor primarily for personal, family, or household purposes.	X		
25. Automobiles, trucks, trailers, and other vehicles and accessories.	X		
26. Boats, motors, and accessories.	X		

B6B (Official Form 6B) (12/07) -- Cont.

In re **Helia Tec Resources, Inc.**Case No. _____
(if known)**SCHEDULE B - PERSONAL PROPERTY***Continuation Sheet No. 3*

Type of Property	None	Description and Location of Property	Current Value of Debtor's Interest in Property, Without Deducting any Secured Claim or Exemption
27. Aircraft and accessories.	X		
28. Office equipment, furnishings, and supplies.	X		
29. Machinery, fixtures, equipment, and supplies used in business.	X		
30. Inventory.	X		
31. Animals.	X		
32. Crops - growing or harvested. Give particulars.	X		
33. Farming equipment and implements.	X		
34. Farm supplies, chemicals, and feed.	X		
35. Other personal property of any kind not already listed. Itemize.	X		
<div style="text-align: right;"> 3 continuation sheets attached (Include amounts from any continuation sheets attached. Report total also on Summary of Schedules.) </div>			Total > \$16,158,059.02

B6C (Official Form 6C) (4/13)

In re **Helia Tec Resources, Inc.**Case No. _____
(If known)**SCHEDULE C - PROPERTY CLAIMED AS EXEMPT**Debtor claims the exemptions to which debtor is entitled under:
(Check one box)

- ☐ 11 U.S.C. § 522(b)(2)
☐ 11 U.S.C. § 522(b)(3)

☐ Check if debtor claims a homestead exemption that exceeds
 \$155,675.*

Description of Property	Specify Law Providing Each Exemption	Value of Claimed Exemption	Current Value of Property Without Deducting Exemption
Not Applicable			
<i>* Amount subject to adjustment on 4/01/16 and every three years thereafter with respect to cases commenced on or after the date of adjustment.</i>		\$0.00	\$0.00

B6D (Official Form 6D) (12/07)

In re **Helia Tec Resources, Inc.**Case No. _____
(if known)**SCHEDULE D - CREDITORS HOLDING SECURED CLAIMS**☐ Check this box if debtor has no creditors holding secured claims to report on this Schedule D.

CREDITOR'S NAME AND MAILING ADDRESS INCLUDING ZIP CODE AND AN ACCOUNT NUMBER (See Instructions Above.)	CODEBTOR	DATE CLAIM WAS INCURRED, NATURE OF LIEN, AND DESCRIPTION AND VALUE OF PROPERTY SUBJECT TO LIEN	CONTINGENT	UNLIQUIDATED	DISPUTED	AMOUNT OF CLAIM WITHOUT DEDUCTING VALUE OF COLLATERAL	UNSECURED PORTION, IF ANY
ACCT #: 3J Services 434 Gentry Rd. Inez, TX 77968		DATE INCURRED: NATURE OF LIEN: Oilfield services COLLATERAL: REMARKS: VALUE: \$0.00				\$864.00	\$864.00
ACCT #: Acadiana Fittings & Supply PO Box 724 7971 FM 359 S Fulshear, TX 77413		DATE INCURRED: NATURE OF LIEN: Oilfield supplies COLLATERAL: REMARKS: VALUE: \$0.00				\$341.02	\$341.02
ACCT #: Basic Energy Services, LP West Allen Law Firm 211 N. Center St. Longview, TX 75601	X	DATE INCURRED: NATURE OF LIEN: M&M Lien COLLATERAL: Orchard oil & gas wells REMARKS: VALUE: \$0.00				\$13,094.25	\$13,094.25
ACCT #: Basic Energy Services, LP West Allen Law Firm 211 N. Center St. Longview, TX 75601		DATE INCURRED: NATURE OF LIEN: Abstract of Judgment COLLATERAL: Judgment REMARKS: VALUE: \$0.00				\$96,000.00	\$96,000.00
Subtotal (Total of this Page) >						\$110,299.27	\$110,299.27
Total (Use only on last page) >							

3 continuation sheets attached

(Report also on
Summary of
Schedules.)(If applicable,
report also on
Statistical
Summary of
Certain Liabilities
and Related
Data.)

B6D (Official Form 6D) (12/07) - Cont.

In re **Helia Tec Resources, Inc.**Case No. _____
(if known)**SCHEDULE D - CREDITORS HOLDING SECURED CLAIMS**

CREDITOR'S NAME AND MAILING ADDRESS INCLUDING ZIP CODE AND AN ACCOUNT NUMBER (See Instructions Above.)	CODEBTOR	DATE CLAIM WAS INCURRED, NATURE OF LIEN, AND DESCRIPTION AND VALUE OF PROPERTY SUBJECT TO LIEN	CONTINGENT	UNLIQUIDATED	DISPUTED	AMOUNT OF CLAIM WITHOUT DEDUCTING VALUE OF COLLATERAL	UNSECURED PORTION, IF ANY
ACCT #: Cary Hughes 3230 Sabine Point Way Missouri City, TX 77459		DATE INCURRED: NATURE OF LIEN: Security Agreement COLLATERAL: Accounts, 1.2% IPI percentage & PIA Deposit REMARKS: VALUE: \$16,155,724.00				\$822,356.94	
ACCT #: Center Point Energy Field Services, Inc. c/o Totz, Ellison & Totz, PC 211 Norfolk, Suite 510/516 Houston, TX 77098		DATE INCURRED: NATURE OF LIEN: Abstract of Judgment COLLATERAL: Judgment REMARKS: VALUE: \$0.00				\$28,000.00	\$28,000.00
ACCT #: Comptroller of Public Accounts 111 E. 17th St. Austin, TX 78774-0100		DATE INCURRED: NATURE OF LIEN: Taxes COLLATERAL: State tax lien REMARKS: VALUE: \$287.59				\$287.59	
ACCT #: Internal Revenue Service 1919 Smith St., Ste. 300 Stop 5125 - HOU Houston, TX 77002-8049		DATE INCURRED: NATURE OF LIEN: Taxes (940 & 941) 2008 COLLATERAL: All Assets REMARKS: VALUE: \$0.00				\$24,465.50	\$24,465.50
Sheet no. <u>1</u> of <u>3</u> continuation sheets attached to Schedule of Creditors Holding Secured Claims						\$875,110.03	\$52,465.50
Subtotal (Total of this Page) > Total (Use only on last page) >							

(Report also on
Summary of
Schedules.)(If applicable,
report also on
Statistical
Summary of
Certain Liabilities
and Related
Data.)

B6D (Official Form 6D) (12/07) - Cont.

In re **Helia Tec Resources, Inc.**Case No. _____
(if known)**SCHEDULE D - CREDITORS HOLDING SECURED CLAIMS**

CREDITOR'S NAME AND MAILING ADDRESS INCLUDING ZIP CODE AND AN ACCOUNT NUMBER (See Instructions Above.)	CODEBTOR	DATE CLAIM WAS INCURRED, NATURE OF LIEN, AND DESCRIPTION AND VALUE OF PROPERTY SUBJECT TO LIEN	CONTINGENT	UNLIQUIDATED	DISPUTED	AMOUNT OF CLAIM WITHOUT DEDUCTING VALUE OF COLLATERAL	UNSECURED PORTION, IF ANY
ACCT #:		DATE INCURRED: NATURE OF LIEN: Security Agreement COLLATERAL: Accounts, 1.2% IPI & PIA Deposit REMARKS:				\$146,796.94	
Mastodon Operating Company, LLC 1770 St. James Place, Suite 205 Houston, TX 77056		VALUE: \$16,155,724.00					
ACCT #:		DATE INCURRED: NATURE OF LIEN: Per Operating Agreement - TRRC COLLATERAL: Oil & gas wells REMARKS:	X			\$268,682.00	\$268,682.00
Mastodon Operating Company, LLC 1770 St. James Place, Suite 205 Houston, TX 77056		VALUE: \$0.00					
ACCT #:		DATE INCURRED: NATURE OF LIEN: Security Agreement COLLATERAL: Accounts, 1.2% IPI percentage & PIA deposit REMARKS:				\$85,295.33	
Mastodon Operating Company, LLC 1770 St. James Place, Suite 205 Houston, TX 77056		VALUE: \$16,155,724.00					
ACCT #:		DATE INCURRED: NATURE OF LIEN: Abstract of Judgment COLLATERAL: Judgment REMARKS:				\$24,071.00	\$24,071.00
Ryan Services c/o Ryan Glover LLP 440 Louisiana, Suite 900 Houston, TX 77002		VALUE: \$0.00					
Sheet no. 2 of 3 continuation sheets attached to Schedule of Creditors Holding Secured Claims						\$524,845.27	\$292,753.00
Subtotal (Total of this Page) > Total (Use only on last page) >							

(Report also on
Summary of
Schedules.)(If applicable,
report also on
Statistical
Summary of
Certain Liabilities
and Related
Data.)

B6D (Official Form 6D) (12/07) - Cont.

In re **Helia Tec Resources, Inc.**Case No. _____
(if known)**SCHEDULE D - CREDITORS HOLDING SECURED CLAIMS**

CREDITOR'S NAME AND MAILING ADDRESS INCLUDING ZIP CODE AND AN ACCOUNT NUMBER (See Instructions Above.)	CODEBTOR	DATE CLAIM WAS INCURRED, NATURE OF LIEN, AND DESCRIPTION AND VALUE OF PROPERTY SUBJECT TO LIEN	CONTINGENT	UNLIQUIDATED	DISPUTED	AMOUNT OF CLAIM WITHOUT DEDUCTING VALUE OF COLLATERAL	UNSECURED PORTION, IF ANY
ACCT #:		DATE INCURRED: NATURE OF LIEN: Security Agreement COLLATERAL: Accounts 1.2% IPI percentage & PIA Deposit REMARKS:				\$467,392.64	
Timothy R. Gallagher 1515 Garrettson Lane #36 Houston, TX 77056		VALUE: \$16,155,724.00					
ACCT #:		DATE INCURRED: NATURE OF LIEN: Abstract of Judgment COLLATERAL: Judgment REMARKS:				\$21,000.00	\$21,000.00
Wise Well Intervention Services Pagel, David & Hill, PC 1415 Louisiana, 22nd Floor Houston, TX 77002		VALUE: \$0.00					
Sheet no. 3 of 3 continuation sheets attached to Schedule of Creditors Holding Secured Claims						\$488,392.64	\$21,000.00
Subtotal (Total of this Page) >						\$1,998,647.21	\$476,517.77
Total (Use only on last page) >							

(Report also on
Summary of
Schedules.)(If applicable,
report also on
Statistical
Summary of
Certain Liabilities
and Related
Data.)

B6E (Official Form 6E) (04/13)

In re **Helia Tec Resources, Inc.**Case No. _____
(If Known)**SCHEDULE E - CREDITORS HOLDING UNSECURED PRIORITY CLAIMS**☐ Check this box if debtor has no creditors holding unsecured priority claims to report on this Schedule E.**TYPES OF PRIORITY CLAIMS** (Check the appropriate box(es) below if claims in that category are listed on the attached sheets.)☐ **Domestic Support Obligations**

Claims for domestic support that are owed to or recoverable by a spouse, former spouse, or child of the debtor, or the parent, legal guardian, or responsible relative of such a child, or a governmental unit to whom such a domestic support claim has been assigned to the extent provided in 11 U.S.C. § 507(a)(1).

☐ **Extensions of credit in an involuntary case**

Claims arising in the ordinary course of the debtor's business or financial affairs after the commencement of the case but before the earlier of the appointment of a trustee or the order for relief. 11 U.S.C. § 507(a)(3).

☐ **Wages, salaries, and commissions**

Wages, salaries, and commissions, including vacation, severance, and sick leave pay owing to employees and commissions owing to qualifying independent sales representatives up to \$12,475* per person earned within 180 days immediately preceding the filing of the original petition, or the cessation of business, whichever occurred first, to the extent provided in 11 U.S.C. § 507(a)(4).

☐ **Contributions to employee benefit plans**

Money owed to employee benefit plans for services rendered within 180 days immediately preceding the filing of the original petition, or the cessation of business, whichever occurred first, to the extent provided in 11 U.S.C. § 507(a)(5).

☐ **Certain farmers and fishermen**

Claims of certain farmers and fishermen, up to \$6,150* per farmer or fisherman, against the debtor, as provided in 11 U.S.C. § 507(a)(6).

☐ **Deposits by individuals**

Claims of individuals up to \$2,775* for deposits for the purchase, lease or rental of property or services for personal, family, or household use, that were not delivered or provided. 11 U.S.C. § 507(a)(7).

☒ **Taxes and Certain Other Debts Owed to Governmental Units**

Taxes, customs duties, and penalties owing to federal, state, and local governmental units as set forth in 11 U.S.C. § 507(a)(8).

☐ **Commitments to Maintain the Capital of an Insured Depository Institution**

Claims based on commitments to the FDIC, RTC, Director of the Office of Thrift Supervision, Comptroller of the Currency, or Board of Governors of the Federal Reserve System, or their predecessors or successors, to maintain the capital of an insured depository institution. 11 U.S.C. § 507(a)(9).

☐ **Claims for Death or Personal Injury While Debtor Was Intoxicated**

Claims for death or personal injury resulting from the operation of a motor vehicle or vessel while the debtor was intoxicated from using alcohol, a drug, or another substance. 11 U.S.C. § 507(a)(10).

☐ **Administrative allowances under 11 U.S.C. Sec. 330**

Claims based on services rendered by the trustee, examiner, professional person, or attorney and by any paraprofessional person employed by such person as approved by the court and/or in accordance with 11 U.S.C. §§ 326, 328, 329 and 330.

* Amounts are subject to adjustment on 4/01/16, and every three years thereafter with respect to cases commenced on or after the date of adjustment.

1 continuation sheets attached

B6E (Official Form 6E) (04/13) - Cont.

In re **Helia Tec Resources, Inc.**Case No. _____
(If Known)**SCHEDULE E - CREDITORS HOLDING UNSECURED PRIORITY CLAIMS**

TYPE OF PRIORITY	Taxes and Certain Other Debts Owed to Governmental Units
------------------	----------------------------------------------------------

CREDITOR'S NAME, MAILING ADDRESS INCLUDING ZIP CODE, AND ACCOUNT NUMBER (See instructions above.)	CODEBTR	DATE CLAIM WAS INCURRED AND CONSIDERATION FOR CLAIM	CONTINGENT UNLIQUIDATED DISPUTED	AMOUNT OF CLAIM	AMOUNT ENTITLED TO PRIORITY	AMOUNT NOT ENTITLED TO PRIORITY, IF ANY
ACCT #: Don Summers Tax Assessor-Collector PO Box 4622 Houston, TX 77210-4622		DATE INCURRED: CONSIDERATION: Business personal property taxes REMARKS:		\$2,339.78	\$2,339.78	\$0.00
Sheet no. <u>1</u> of <u>1</u> continuation sheets attached to Schedule of Creditors Holding Priority Claims Subtotals (Totals of this page) > Total > (Use only on last page of the completed Schedule E. Report also on the Summary of Schedules.) Totals > (Use only on last page of the completed Schedule E. If applicable, report also on the Statistical Summary of Certain Liabilities and Related Data.)				\$2,339.78	\$2,339.78	\$0.00
				\$2,339.78		
					\$2,339.78	\$0.00

B6F (Official Form 6F) (12/07)

In re **Helia Tec Resources, Inc.**Case No. _____
(if known)**SCHEDULE F - CREDITORS HOLDING UNSECURED NONPRIORITY CLAIMS**☐ Check this box if debtor has no creditors holding unsecured claims to report on this Schedule F.

CREDITOR'S NAME, MAILING ADDRESS INCLUDING ZIP CODE, AND ACCOUNT NUMBER (See instructions above.)	CODEBTOR	DATE CLAIM WAS INCURRED AND CONSIDERATION FOR CLAIM. IF CLAIM IS SUBJECT TO SETOFF, SO STATE.	CONTINGENT	UNLIQUIDATED	DISPUTED	AMOUNT OF CLAIM
ACCT #: Cary Hughes 3230 Sabine Point Way Missouri City, TX 77459		DATE INCURRED: CONSIDERATION: Personal guarantee Basic Energy Services REMARKS:	X			\$13,000.00
ACCT #: Clarion Finanz, AG Attn: Carlo Civelli, Managing Director Gerbergasse 5 P.O. Box 7427 CH-8023 Zurich, Switzerland		DATE INCURRED: CONSIDERATION: Notice Only REMARKS:				Notice Only
ACCT #: Clarion Finanz, AG c/o Joe C. Holzer, Esq. Andrews & Kurth 600 Travis, Suite 4200 Houston, TX 77002		DATE INCURRED: CONSIDERATION: Notice Only REMARKS:				Notice Only
ACCT #: Cone Compression Services, Inc. PO Box 283 Fulshear, TX 77471		DATE INCURRED: CONSIDERATION: Mechanic services REMARKS:				\$3,901.85
ACCT #: Continental Production Services, Inc. PO Box 69 Fresno, TX 77545		DATE INCURRED: CONSIDERATION: Oilfield services REMARKS:				\$950.00
ACCT #: Cross Road Oilfield Supply, Ltd. PO Box 1546 El Campo,, TX 77437		DATE INCURRED: CONSIDERATION: Oilfield parts & supplies REMARKS:				\$9,000.00
Subtotal >						\$26,851.85
Total >						

(Use only on last page of the completed Schedule F.)
(Report also on Summary of Schedules and, if applicable, on the
Statistical Summary of Certain Liabilities and Related Data.)

5 continuation sheets attached

B6F (Official Form 6F) (12/07) - Cont.
In re **Helia Tec Resources, Inc.**

Case No. _____
(if known)

SCHEDULE F - CREDITORS HOLDING UNSECURED NONPRIORITY CLAIMS

CREDITOR'S NAME, MAILING ADDRESS INCLUDING ZIP CODE, AND ACCOUNT NUMBER (See instructions above.)	CODEBTOR	DATE CLAIM WAS INCURRED AND CONSIDERATION FOR CLAIM. IF CLAIM IS SUBJECT TO SETOFF, SO STATE.	CONTINGENT	UNLIQUIDATED	DISPUTED	AMOUNT OF CLAIM
ACCT #: D&B Rental Services 1800 FM 237 Yorktown, TX 78164		DATE INCURRED: CONSIDERATION: Rental equipment REMARKS:				\$828.92
ACCT #: Dale Dossey Dossey & Jones, PLLC 25025 I-45, Ste. 410 Spring, TX 77380		DATE INCURRED: CONSIDERATION: Notice Only REMARKS:				Notice Only
ACCT #: Dalton Trucking PO Box 5606 Victoria, TX 77903		DATE INCURRED: CONSIDERATION: Transport services REMARKS:				\$1,965.68
ACCT #: Dwight Snell & Associates 1014 Mill Valley Sugar Land, TX 77478		DATE INCURRED: CONSIDERATION: Land & title services REMARKS:				\$5,018.69
ACCT #: Ed Talone Trust #1 1901 Post Oak Blvd. #806 Houston, TX 77056		DATE INCURRED: CONSIDERATION: 1.5 % ORRI in Respondek #1 REMARKS:				\$29,000.00
ACCT #: Energy Gas Compression, Ltd. 2020 N. Lexington Blvd. Corpus Christi, TX 78409		DATE INCURRED: CONSIDERATION: Rental compression - Respondek #1 REMARKS:				\$26,282.92
Sheet no. <u>1</u> of <u>5</u> continuation sheets attached to Schedule of Creditors Holding Unsecured Nonpriority Claims						Subtotal >
						\$63,096.21
						Total >
(Use only on last page of the completed Schedule F.) (Report also on Summary of Schedules and, if applicable, on the Statistical Summary of Certain Liabilities and Related Data.)						

B6F (Official Form 6F) (12/07) - Cont.
In re **Helia Tec Resources, Inc.**

Case No. _____
(if known)

SCHEDULE F - CREDITORS HOLDING UNSECURED NONPRIORITY CLAIMS

CREDITOR'S NAME, MAILING ADDRESS INCLUDING ZIP CODE, AND ACCOUNT NUMBER (See instructions above.)	CODEBTOR	DATE CLAIM WAS INCURRED AND CONSIDERATION FOR CLAIM. IF CLAIM IS SUBJECT TO SETOFF, SO STATE.	CONTINGENT	UNLIQUIDATED	DISPUTED	AMOUNT OF CLAIM
ACCT #: H&B Packer 2601 N. Mechanic PO Box 708 El Campo, TX 77437		DATE INCURRED: CONSIDERATION: Packer replacement/refurbishment REMARKS:				\$3,760.39
ACCT #: Hajovsky, Jones & Ford, PC 14405 Walters Rd., Ste. 825 Houston, TX 77014		DATE INCURRED: CONSIDERATION: Accounting REMARKS:				\$650.00
ACCT #: Hamman Swabbing & Oil Field Services Highway 71N El Campo, TX 77437		DATE INCURRED: CONSIDERATION: Oil field services REMARKS:				\$3,796.67
ACCT #: Harris County Appraisal District Business & Industrial Property Div. PO Box 922007 Houston, TX 77292-2007		DATE INCURRED: CONSIDERATION: REMARKS:				\$7,500.00
ACCT #: Henry & Sang Nguyen 922 Northeast Avenue Panama City, FL 32401		DATE INCURRED: CONSIDERATION: Overriding royalty interests REMARKS:				\$2,263.28
ACCT #: InterOil Corporation c/o CT Corporation Systems 111 Eighth Ave. New York, NY 10011 Attn: InterOil Corporation Service		DATE INCURRED: CONSIDERATION: Notice Only REMARKS:				Notice Only
Sheet no. <u>2</u> of <u>5</u> continuation sheets attached to Schedule of Creditors Holding Unsecured Nonpriority Claims						Subtotal > \$17,970.34
(Use only on last page of the completed Schedule F.) (Report also on Summary of Schedules and, if applicable, on the Statistical Summary of Certain Liabilities and Related Data.)						Total >

B6F (Official Form 6F) (12/07) - Cont.
In re **Helia Tec Resources, Inc.**

Case No. _____
(if known)

SCHEDULE F - CREDITORS HOLDING UNSECURED NONPRIORITY CLAIMS

CREDITOR'S NAME, MAILING ADDRESS INCLUDING ZIP CODE, AND ACCOUNT NUMBER (See instructions above.)	CODEBTR	DATE CLAIM WAS INCURRED AND CONSIDERATION FOR CLAIM. IF CLAIM IS SUBJECT TO SETOFF, SO STATE.	CONTINGENT	UNLIQUIDATED	DISPUTED	AMOUNT OF CLAIM
ACCT #: InterOil Corporation c/o Yasser Madriz, Esq. Haynes and Boone, LLP 1221 McKinney, Ste. 2100 Houston, TX 77010		DATE INCURRED: CONSIDERATION: Notice Only REMARKS:				Notice Only
ACCT #: InterOil Corporation c/o InterOil Australia Pty Ltd., Level 1 60-92 Cook St. Cairns, Queensland, 4870 Australia		DATE INCURRED: CONSIDERATION: Notice Only REMARKS:				Notice Only
ACCT #: InterOil Corporation Attn: Phil Mulacek, Director 25025 I-45 North, Suite 420 The Woodlands, TX 77380		DATE INCURRED: CONSIDERATION: Notice Only REMARKS:				Notice Only
ACCT #: Lithotech Printed Products PO Box 1562 Bellaire, TX 77402		DATE INCURRED: CONSIDERATION: Office supplies REMARKS:				\$97.81
ACCT #: Mastodon Operating Company, LLC 1770 St. James Place, Suite 205 Houston, TX 77056		DATE INCURRED: CONSIDERATION: P&A expense per Operating Agreement REMARKS:	X			\$74,890.00
ACCT #: Pacific LNG Operations, Ltd. c/o Joe C. Holzer, Esq. Andrews & Kurth 600 Travis, Suite 4200 Houston, TX 77002		DATE INCURRED: CONSIDERATION: Notice Only REMARKS:				Notice Only
Sheet no. <u>3</u> of <u>5</u> continuation sheets attached to Schedule of Creditors Holding Unsecured Nonpriority Claims						Subtotal > \$74,987.81
(Use only on last page of the completed Schedule F.) (Report also on Summary of Schedules and, if applicable, on the Statistical Summary of Certain Liabilities and Related Data.)						Total >

B6F (Official Form 6F) (12/07) - Cont.
In re **Helia Tec Resources, Inc.**

Case No. _____
(if known)

SCHEDULE F - CREDITORS HOLDING UNSECURED NONPRIORITY CLAIMS

CREDITOR'S NAME, MAILING ADDRESS INCLUDING ZIP CODE, AND ACCOUNT NUMBER (See instructions above.)	CODEBTOR	DATE CLAIM WAS INCURRED AND CONSIDERATION FOR CLAIM. IF CLAIM IS SUBJECT TO SETOFF, SO STATE.	CONTINGENT	UNLIQUIDATED	DISPUTED	AMOUNT OF CLAIM
ACCT #: Pacific LNG Operations, Ltd. Attn: Carlo Civelli, Managing Director Gerbergasse 5 P.O. Box 7427 CH-8023 Zurich, Switzerland		DATE INCURRED: CONSIDERATION: Notice Only REMARKS:				Notice Only
ACCT #: Pacific LNG Operations, Ltd. c/o Morgan & Morgan Trust Corporation Mr. Jose Andres Calvo P.O. Box 958 Pasea Estate Road Town Tortola British Virgin Islands		DATE INCURRED: CONSIDERATION: Notice Only REMARKS:				Notice Only
ACCT #: Richard's Hot Oil Service, Inc. PO Box 816 Giddings, TX 78942		DATE INCURRED: CONSIDERATION: Vendor REMARKS:				\$974.25
ACCT #: Robert Crow PO Box 19677 Houston, TX 77224		DATE INCURRED: CONSIDERATION: Overriding royalty interests REMARKS:				\$2,209.10
ACCT #: Sealy Appliance & Butane Co. 1401 Columbus Rd. PO Box 636 Sealy, TX 77474		DATE INCURRED: CONSIDERATION: Propane supply REMARKS:				\$1,871.25
ACCT #: Select Industries, Inc. PO Box 2450 Wichita Falls, TX 76307-2450		DATE INCURRED: CONSIDERATION: Vendor REMARKS:				\$1,617.65
Sheet no. <u>4</u> of <u>5</u> continuation sheets attached to Schedule of Creditors Holding Unsecured Nonpriority Claims						Subtotal >
						\$6,672.25
						Total >
(Use only on last page of the completed Schedule F.) (Report also on Summary of Schedules and, if applicable, on the Statistical Summary of Certain Liabilities and Related Data.)						

B6F (Official Form 6F) (12/07) - Cont.
In re **Helia Tec Resources, Inc.**

Case No. _____
(if known)

SCHEDULE F - CREDITORS HOLDING UNSECURED NONPRIORITY CLAIMS

CREDITOR'S NAME, MAILING ADDRESS INCLUDING ZIP CODE, AND ACCOUNT NUMBER (See instructions above.)	CODEBTOR	DATE CLAIM WAS INCURRED AND CONSIDERATION FOR CLAIM. IF CLAIM IS SUBJECT TO SETOFF, SO STATE.	CONTINGENT	UNLIQUIDATED	DISPUTED	AMOUNT OF CLAIM
ACCT #: SENDEX Energy, L.L.C. 1770 St. James Place Suite 205 Houston, TX 77056		DATE INCURRED: CONSIDERATION: 4% ORRI in oil & gas wells REMARKS:				\$42,911.70
ACCT #: Texas Perforators, Inc. PO Box 5781 Kingsville, TX 78364-5781		DATE INCURRED: CONSIDERATION: Oil field services REMARKS:				\$2,265.60
ACCT #: Texas Workforce Commission 101 E. 15th St. Austin, TX 78778-0001		DATE INCURRED: CONSIDERATION: Taxes REMARKS:				\$4,500.00
ACCT #: Vision Oilfield Services, LC PO Box 3506 Victoria, TX 77903		DATE INCURRED: CONSIDERATION: Oilfield services REMARKS:				\$340.99
ACCT #: Warren Gohlke 667 Oakridge Drive Goliad, TX 77963		DATE INCURRED: CONSIDERATION: Vendor & Royalty interest REMARKS:				\$1,805.53
ACCT #: York Acidizing and Cementing, LLC 6511 FM 1464 PMB 6 Richmond, TX 77469		DATE INCURRED: CONSIDERATION: Oilfield services REMARKS:				\$2,104.40
Sheet no. <u>5</u> of <u>5</u> continuation sheets attached to Schedule of Creditors Holding Unsecured Nonpriority Claims						Subtotal > \$53,928.22
(Use only on last page of the completed Schedule F.) (Report also on Summary of Schedules and, if applicable, on the Statistical Summary of Certain Liabilities and Related Data.)						Total > \$243,506.68

B6G (Official Form 6G) (12/07)

In re **Helia Tec Resources, Inc.**Case No. _____
(if known)**SCHEDULE G - EXECUTORY CONTRACTS AND UNEXPIRED LEASES**

Describe all executory contracts of any nature and all unexpired leases of real or personal property. Include any timeshare interests. State nature of debtor's interest in contract, i.e., "Purchaser," "Agent," etc. State whether debtor is the lessor or lessee of a lease. Provide the names and complete mailing addresses of all other parties to each lease or contract described. If a minor child is a party to one of the leases of contracts, state the child's initials and the name and address of the child's parent or guardian, such as "A.B., a minor child, by John Doe, guardian." Do not disclose the child's name. See, 11 U.S.C. §112 and Fed. R. Bankr. P. 1007(m).

☐ Check this box if debtor has no executory contracts or unexpired leases.

NAME AND MAILING ADDRESS, INCLUDING ZIP CODE, OF OTHER PARTIES TO LEASE OR CONTRACT.	DESCRIPTION OF CONTRACT OR LEASE AND NATURE OF DEBTOR'S INTEREST. STATE WHETHER LEASE IS FOR NONRESIDENTIAL REAL PROPERTY. STATE CONTRACT NUMBER OF ANY GOVERNMENT CONTRACT.
<p>1770 St. James Limited Partnership 10101 Fondren, Ste. 460 Houston, TX 77096</p> <p>J. Beverly Dow, Golub, Remels, Beverly 9 Greenway Plaza, Ste. 500 Houston, TX 77046</p> <p>Richard Battaglia, PC PO Box 131276 Houston, TX 77219-1276</p>	<p>Office lease Contract to be ASSUMED</p> <p>Attorney contingency fee contract Contract to be ASSUMED</p> <p>Attorney contingency fee contract Contract to be ASSUMED</p>

B6H (Official Form 6H) (12/07)

In re **Helia Tec Resources, Inc.**Case No. _____
(if known)**SCHEDULE H - CODEBTORS**

Provide the information requested concerning any person or entity, other than a spouse in a joint case, that is also liable on any debts listed by the debtor in the schedules of creditors. Include all guarantors and co-signers. If the debtor resides or resided in a community property state, commonwealth, or territory (including Alaska, Arizona, California, Idaho, Louisiana, Nevada, New Mexico, Puerto Rico, Texas, Washington, or Wisconsin) within the eight-year period immediately preceding the commencement of the case, identify the name of the debtor's spouse and of any former spouse who resides or resided with the debtor in the community property state, commonwealth, or territory. Include all names used by the nondebtor spouse during the eight years immediately preceding the commencement of this case. If a minor child is a codebtor or a creditor, state the child's initials and the name and address of the child's parent or guardian, such as "A.B., a minor child, by John Doe, guardian." Do not disclose the child's name. See, 11 U.S.C. §112 and Fed. R. Bankr. P. 1007(m).

☐ Check this box if debtor has no codebtors.

NAME AND ADDRESS OF CODEBTOR	NAME AND ADDRESS OF CREDITOR
Cary E. Hughes 3230 Sabine Point Way Missouri City, TX 77459	Basic Energy Services, LP West Allen Law Firm 211 N. Center St. Longview, TX 75601

B6 Summary (Official Form 6 - Summary) (12/07)

**UNITED STATES BANKRUPTCY COURT
SOUTHERN DISTRICT OF TEXAS
HOUSTON DIVISION**

In re **Helia Tec Resources, Inc.**

Case No.

Chapter **11**

SUMMARY OF SCHEDULES

Indicate as to each schedule whether that schedule is attached and state the number of pages in each. Report the totals from Schedules A, B, D, E, F, I, and J in the boxes provided. Add the amounts from Schedules A and B to determine the total amount of the debtor's assets. Add the amounts of all claims from Schedules D, E, and F to determine the total amount of the debtor's liabilities. Individual debtors also must complete the "Statistical Summary of Certain Liabilities and Related Data" if they file a case under chapter 7, 11, or 13.

NAME OF SCHEDULE	ATTACHED (YES/NO)	NO. OF SHEETS	ASSETS	LIABILITIES	OTHER
A - Real Property	Yes	1	\$0.00		
B - Personal Property	Yes	4	\$16,158,059.02		
C - Property Claimed as Exempt	No				
D - Creditors Holding Secured Claims	Yes	4			\$1,998,647.21
E - Creditors Holding Unsecured Priority Claims (Total of Claims on Schedule E)	Yes	2			\$2,339.78
F - Creditors Holding Unsecured Nonpriority Claims	Yes	6			\$243,506.68
G - Executory Contracts and Unexpired Leases	Yes	1			
H - Codebtors	Yes	1			
I - Current Income of Individual Debtor(s)	No				
J - Current Expenditures of Individual Debtor(s)	No				
TOTAL		19	\$16,158,059.02	\$2,244,493.67	

B6 Declaration (Official Form 6 - Declaration) (12/07)

In re **Helia Tec Resources, Inc.**

Case No. _____
(if known)

DECLARATION CONCERNING DEBTOR'S SCHEDULES

DECLARATION UNDER PENALTY OF PERJURY ON BEHALF OF A CORPORATION OR PARTNERSHIP

I, the President of the Corporation
named as debtor in this case, declare under penalty of perjury that I have read the foregoing summary and schedules, consisting of
21 sheets, and that they are true and correct to the best of my knowledge, information, and belief.

(Total shown on summary page plus 1.)

Date 10/3/2013

Signature /s/ Cary E. Hughes
Cary E. Hughes
President

[An individual signing on behalf of a partnership or corporation must indicate position or relationship to debtor.]

B7 (Official Form 7) (04/13)

**UNITED STATES BANKRUPTCY COURT
SOUTHERN DISTRICT OF TEXAS
HOUSTON DIVISION**

In re: **Helia Tec Resources, Inc.**Case No. _____
(if known)

STATEMENT OF FINANCIAL AFFAIRS

1. Income from employment or operation of business

None ☒ State the gross amount of income the debtor has received from employment, trade, or profession, or from operation of the debtor's business, including part-time activities either as an employee or in independent trade or business, from the beginning of this calendar year to the date this case was commenced. State also the gross amounts received during the TWO YEARS immediately preceding this calendar year. (A debtor that maintains, or has maintained, financial records on the basis of a fiscal rather than a calendar year may report fiscal year income. Identify the beginning and ending dates of the debtor's fiscal year.) If a joint petition is filed, state income for each spouse separately. (Married debtors filing under chapter 12 or chapter 13 must state income of both spouses whether or not a joint petition is filed, unless the spouses are separated and a joint petition is not filed.)

2. Income other than from employment or operation of business

None ☒ State the amount of income received by the debtor other than from employment, trade, profession, or operation of the debtor's business during the TWO YEARS immediately preceding the commencement of this case. Give particulars. If a joint petition is filed, state income for each spouse separately. (Married debtors filing under chapter 12 or chapter 13 must state income for each spouse whether or not a joint petition is filed, unless the spouses are separated and a joint petition is not filed.)

3. Payments to creditors*Complete a. or b., as appropriate, and c.*

None ☒ a. Individual or joint debtor(s) with primarily consumer debts: List all payments on loans, installment purchases of goods or services, and other debts to any creditor made within 90 DAYS immediately preceding the commencement of this case unless the aggregate value of all property that constitutes or is affected by such transfer is less than \$600. Indicate with an asterisk (*) any payments that were made to a creditor on account of a domestic support obligation or as part of an alternative repayment schedule under a plan by an approved nonprofit budgeting and credit counseling agency. (Married debtors filing under chapter 12 or chapter 13 must include payments by either or both spouses whether or not a joint petition is filed, unless the spouses are separated and a joint petition is not filed.)

None ☒ b. Debtor whose debts are not primarily consumer debts: List each payment or other transfer to any creditor made within 90 DAYS immediately preceding the commencement of the case unless the aggregate value of all property that constitutes or is affected by such transfer is less than \$6,225*. If the debtor is an individual, indicate with an asterisk (*) any payments that were made to a creditor on account of a domestic support obligation or as part of an alternative repayment schedule under a plan by an approved nonprofit budgeting and credit counseling agency. (Married debtors filing under chapter 12 or chapter 13 must include payments and other transfers by either or both spouses whether or not a joint petition is filed, unless the spouses are separated and a joint petition is not filed.)

* Amount subject to adjustment on 4/01/16, and every three years thereafter with respect to cases commenced on or after the date of adjustment.

None ☒ c. All debtors: List all payments made within ONE YEAR immediately preceding the commencement of this case to or for the benefit of creditors who are or were insiders. (Married debtors filing under chapter 12 or chapter 13 must include payments by either or both spouses whether or not a joint petition is filed, unless the spouses are separated and a joint petition is not filed.)

4. Suits and administrative proceedings, executions, garnishments and attachments

None ☐ a. List all suits and administrative proceedings to which the debtor is or was a party within ONE YEAR immediately preceding the filing of this bankruptcy case. (Married debtors filing under chapter 12 or chapter 13 must include information concerning either or both spouses whether or not a joint petition is filed, unless the spouses are separated and a joint petition is not filed.)

CAPTION OF SUIT AND CASE NUMBER	NATURE OF PROCEEDING	COURT OR AGENCY AND LOCATION	STATUS OR DISPOSITION
Helia Tec Resources, Inc. vs. Pacific LNG Operations Ltd., Clarion Finanz AG, HSC Holdings, Ltd. fka GE&F Co. Ltd., and InterOil Corporation Case #50 198 T 00070 12	Arbitration	International Center for Dispute Resolution Ms. Carmen Preda, ICDR Case Manager 1633 Broadway, 10th Floor New York, NY 10019	Pending

B7 (Official Form 7) (04/13)

**UNITED STATES BANKRUPTCY COURT
SOUTHERN DISTRICT OF TEXAS
HOUSTON DIVISION**

In re: **Helia Tec Resources, Inc.**Case No. _____
(if known)

STATEMENT OF FINANCIAL AFFAIRS

Continuation Sheet No. 1

**Helia Tec Resources Inc. vs.
GE&F Co., Ltd., Pacific LNG
Operations, Ltd., Clarion Finanz
AG and InterOil Corporation
Case #09-CV-1482;**

Trial of claims

**United States District
Court, Southern District
of Texas, Houston
Division**

**Helia Tec Resources,
Inc. dismissed 9/20/11;
Other claims pending**

**GE&F Co., Ltd., Individually and
as Assignee of Helia Tec
Resources, Inc., Third Party
Plaintiff v. Cary E. Hughes and
Timothy R. Gallagher, Third
Party Defendants;**

**Consolidated with:
Cary E. Hughes and Timothy R.
Gallagher vs. GE&F Co., Ltd.**

**HSC Holdings fka GE&F,
Individually and Derivatively as
Shareholder of Helia Tec
Resources, Inc. vs. Cary E.
Hughes, Timothy R. Gallagher,
Robert R. Crow, Noemi F.
Licarte, Mastodon Operating
Company, LLC, Mastodon
Energy Partners, LLC, SENDEX
Energy, LLC and Helia Tec
Resources, Inc.
Cause #11-10-22, 121**

Trial of claims

**135th Judicial District
Court, Dewitt County,
Texas**

Abated

**HSC HOLDINGS fka GE&F,
Individually and Derivatively as
Shareholder of Helia Tec
Resources, Inc. vs. Cary E.
Hughes, Timothy R. Gallagher,
Robert R. Crow, Noemi F.
Licarte, Mastodon Operating
Company, LLC, Mastodon
Energy Partners, LLC, SENDEX
Energy, LLC, and Helia Tec
Resources, Inc.
Case #6:12-CV-0018**

Trial for Removal of
Claims to Arbitration

**United States District
Court, Southern District
of Texas, Victoria
Division**

Terminated 9/18/12

None



b. Describe all property that has been attached, garnished or seized under any legal or equitable process within ONE YEAR immediately preceding the commencement of this case. (Married debtors filing under chapter 12 or chapter 13 must include information concerning property of either or both spouses whether or not a joint petition is filed, unless the spouses are separated and a joint petition is not filed.)

5. Repossessions, foreclosures and returns

None



List all property that has been repossessed by a creditor, sold at a foreclosure sale, transferred through a deed in lieu of foreclosure or returned to the seller, within ONE YEAR immediately preceding the commencement of this case. (Married debtors filing under chapter 12 or chapter 13 must include information concerning property of either or both spouses whether or not a joint petition is filed, unless the spouses are separated and a joint petition is not filed.)

B7 (Official Form 7) (04/13)

**UNITED STATES BANKRUPTCY COURT
SOUTHERN DISTRICT OF TEXAS
HOUSTON DIVISION**

In re: **Helia Tec Resources, Inc.**Case No. _____
(if known)

STATEMENT OF FINANCIAL AFFAIRS

Continuation Sheet No. 2

6. Assignments and receiverships

- None ☒ a. Describe any assignment of property for the benefit of creditors made within 120 DAYS immediately preceding the commencement of this case. (Married debtors filing under chapter 12 or chapter 13 must include any assignment by either or both spouses whether or not a joint petition is filed, unless the spouses are separated and a joint petition is not filed.)

- None ☒ b. List all property which has been in the hands of a custodian, receiver, or court-appointed official within ONE YEAR immediately preceding the commencement of this case. (Married debtors filing under chapter 12 or chapter 13 must include information concerning property of either or both spouses whether or not a joint petition is filed, unless the spouses are separated and a joint petition is not filed.)

7. Gifts

- None ☒ List all gifts or charitable contributions made within ONE YEAR immediately preceding the commencement of this case except ordinary and usual gifts to family members aggregating less than \$200 in value per individual family member and charitable contributions aggregating less than \$100 per recipient. (Married debtors filing under chapter 12 or chapter 13 must include gifts or contributions by either or both spouses whether or not a joint petition is filed, unless the spouses are separated and a joint petition is not filed.)

8. Losses

- None ☒ List all losses from fire, theft, other casualty or gambling within ONE YEAR immediately preceding the commencement of this case OR SINCE THE COMMENCEMENT OF THIS CASE. (Married debtors filing under chapter 12 or chapter 13 must include losses by either or both spouses whether or not a joint petition is filed, unless the spouses are separated and a joint petition is not filed.)

9. Payments related to debt counseling or bankruptcy

- None ☐ List all payments made or property transferred by or on behalf of the debtor to any persons, including attorneys, for consultation concerning debt consolidation, relief under the bankruptcy law or preparation of a petition in bankruptcy within ONE YEAR immediately preceding the commencement of this case.

NAME AND ADDRESS OF PAYEE	DATE OF PAYMENT, NAME OF PAYER IF OTHER THAN DEBTOR	AMOUNT OF MONEY OR DESCRIPTION AND VALUE OF PROPERTY
Richard L. Fuqua Fuqua & Associates, PC 5005 Riverway, Suite 250 Houston, TX 77056	7/25/13 Payer: Cary E. Hughes	\$8,333.00
	7/24/13 Payer: Timothy R. Gallagher	\$4,167.00

10. Other transfers

- None ☒ a. List all other property, other than property transferred in the ordinary course of the business or financial affairs of the debtor, transferred either absolutely or as security within TWO YEARS immediately preceding the commencement of this case. (Married debtors filing under chapter 12 or chapter 13 must include transfers by either or both spouses whether or not a joint petition is filed, unless the spouses are separated and a joint petition is not filed.)

- None ☒ b. List all property transferred by the debtor within TEN YEARS immediately preceding the commencement of this case to a self-settled trust or similar device of which the debtor is a beneficiary.

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**UNITED STATES BANKRUPTCY COURT
SOUTHERN DISTRICT OF TEXAS
HOUSTON DIVISION**

In re: **Helia Tec Resources, Inc.**Case No. _____
(if known)

STATEMENT OF FINANCIAL AFFAIRS

Continuation Sheet No. 3

11. Closed financial accounts

None ☒ List all financial accounts and instruments held in the name of the debtor or for the benefit of the debtor which were closed, sold, or otherwise transferred within ONE YEAR immediately preceding the commencement of this case. Include checking, savings, or other financial accounts, certificates of deposit, or other instruments; shares and share accounts held in banks, credit unions, pension funds, cooperatives, associations, brokerage houses and other financial institutions. (Married debtors filing under chapter 12 or chapter 13 must include information concerning accounts or instruments held by or for either or both spouses whether or not a joint petition is filed, unless the spouses are separated and a joint petition is not filed.)

12. Safe deposit boxes

None ☒ List each safe deposit or other box or depository in which the debtor has or had securities, cash, or other valuables within ONE YEAR immediately preceding the commencement of this case. (Married debtors filing under chapter 12 or chapter 13 must include boxes or depositories of either or both spouses whether or not a joint petition is filed, unless the spouses are separated and a joint petition is not filed.)

13. Setoffs

None ☒ List all setoffs made by any creditor, including a bank, against a debt or deposit of the debtor within 90 DAYS preceding the commencement of this case. (Married debtors filing under chapter 12 or chapter 13 must include information concerning either or both spouses whether or not a joint petition is filed, unless the spouses are separated and a joint petition is not filed.)

14. Property held for another person

None ☒ List all property owned by another person that the debtor holds or controls.

15. Prior address of debtor

None ☒ If the debtor has moved within THREE YEARS immediately preceding the commencement of this case, list all premises which the debtor occupied during that period and vacated prior to the commencement of this case. If a joint petition is filed, report also any separate address of either spouse.

16. Spouses and Former Spouses

None ☒ If the debtor resides or resided in a community property state, commonwealth, or territory (including Alaska, Arizona, California, Idaho, Louisiana, Nevada, New Mexico, Puerto Rico, Texas, Washington, or Wisconsin) within EIGHT YEARS immediately preceding the commencement of the case, identify the name of the debtor's spouse and of any former spouse who resides or resided with the debtor in the community property state.

17. Environmental Information

For the purpose of this question, the following definitions apply:

"Environmental Law" means any federal, state, or local statute or regulation regulating pollution, contamination, releases of hazardous or toxic substances, wastes or material into the air, land, soil, surface water, groundwater, or other medium, including, but not limited to, statutes or regulations regulating the cleanup of these substances, wastes, or material.

"Site" means any location, facility, or property as defined under any Environmental Law, whether or not presently or formerly owned or operated by the debtor, including, but not limited to, disposal sites.

"Hazardous Material" means anything defined as a hazardous waste, hazardous substance, toxic substance, hazardous material, pollutant, or contaminant or similar term under an Environmental Law.

None ☒ a. List the name and address of every site for which the debtor has received notice in writing by a governmental unit that it may be liable or potentially liable under or in violation of an Environmental Law. Indicate the governmental unit, the date of the notice, and, if known, the Environmental Law:

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**UNITED STATES BANKRUPTCY COURT
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HOUSTON DIVISION**

In re: **Helia Tec Resources, Inc.**Case No. _____
(if known)

STATEMENT OF FINANCIAL AFFAIRS

Continuation Sheet No. 4

- None b. List the name and address of every site for which the debtor provided notice to a governmental unit of a release of Hazardous Material.
☒ Indicate the governmental unit to which the notice was sent and the date of the notice.

- None c. List all judicial or administrative proceedings, including settlements or orders, under any Environmental Law with respect to which the debtor is
☒ or was a party. Indicate the name and address of the governmental unit that is or was a party to the proceeding, and the docket number.

18. Nature, location and name of business

- None
☒ a. If the debtor is an individual, list the names, addresses, taxpayer-identification numbers, nature of the businesses, and beginning and ending dates of all businesses in which the debtor was an officer, director, partner, or managing executive of a corporation, partner in a partnership, sole proprietor, or was self-employed in a trade, profession, or other activity either full- or part-time within SIX YEARS immediately preceding the commencement of this case, or in which the debtor owned 5 percent or more of the voting or equity securities within SIX YEARS immediately preceding the commencement of this case.

If the debtor is a partnership, list the names, addresses, taxpayer-identification numbers, nature of the businesses, and beginning and ending dates of all businesses in which the debtor was a partner or owned 5 percent or more of the voting or equity securities, within SIX YEARS immediately preceding the commencement of this case.

If the debtor is a corporation, list the names, addresses, taxpayer-identification numbers, nature of the businesses, and beginning and ending dates of all businesses in which the debtor was a partner or owned 5 percent or more of the voting or equity securities within SIX YEARS immediately preceding the commencement of this case.

- None
☒ b. Identify any business listed in response to subdivision a., above, that is "single asset real estate" as defined in 11 U.S.C. § 101.

The following questions are to be completed by every debtor that is a corporation or partnership and by any individual debtor who is or has been, within SIX YEARS immediately preceding the commencement of this case, any of the following: an officer, director, managing executive, or owner of more than 5 percent of the voting or equity securities of a corporation; a partner, other than a limited partner, of a partnership, a sole proprietor, or self-employed in a trade, profession, or other activity, either full- or part-time.

(An individual or joint debtor should complete this portion of the statement ONLY if the debtor is or has been in business, as defined above, within six years immediately preceding the commencement of this case. A debtor who has not been in business within those six years should go directly to the signature page.)

19. Books, records and financial statements

- None
☒ a. List all bookkeepers and accountants who within TWO YEARS immediately preceding the filing of this bankruptcy case kept or supervised the keeping of books of account and records of the debtor.

- None
☒ b. List all firms or individuals who within TWO YEARS immediately preceding the filing of this bankruptcy case have audited the books of account and records, or prepared a financial statement of the debtor.

- None
☐ c. List all firms or individuals who at the time of the commencement of this case were in possession of the books of account and records of the debtor. If any of the books of account and records are not available, explain.

NAME
Timothy R. Gallagher

ADDRESS
1515 Garrettson Ln. #36
Houston, TX 77056

Cary E. Hughes

3230 Sabine Point Way
Missouri City, TX 77459

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**UNITED STATES BANKRUPTCY COURT
SOUTHERN DISTRICT OF TEXAS
HOUSTON DIVISION**

In re: **Helia Tec Resources, Inc.**Case No. _____
(if known)

STATEMENT OF FINANCIAL AFFAIRS

Continuation Sheet No. 5

- None ☒ d. List all financial institutions, creditors and other parties, including mercantile and trade agencies, to whom a financial statement was issued by the debtor within TWO YEARS immediately preceding the commencement of this case.

20. Inventories

- None ☒ a. List the dates of the last two inventories taken of your property, the name of the person who supervised the taking of each inventory, and the dollar amount and basis of each inventory.

- None ☒ b. List the name and address of the person having possession of the records of each of the inventories reported in a., above.

21. Current Partners, Officers, Directors and Shareholders

- None ☒ a. If the debtor is a partnership, list the nature and percentage of partnership interest of each member of the partnership.

- None ☐ b. If the debtor is a corporation, list all officers and directors of the corporation, and each stockholder who directly or indirectly owns, controls, or holds 5 percent or more of the voting or equity securities of the corporation.

NAME AND ADDRESS	TITLE	NATURE AND PERCENTAGE OF STOCK OWNERSHIP
Cary E. Hughes 3230 Sabine Pont Way Missouri City, TX 77459	President, Sole Director	39.00% Shareholder
Timothy R. Gallagher 1515 Garrettson Ln. #36 Houston, TX 77459	Vice President	19.50% Shareholder
Robert Crow PO Box 19677 Houston, TX 77224	Shareholder	19.50% Shareholder
HSC Holdings Co., Ltd. #303 Jinah Building 94-2 Banpo-Dong Seocho-Gu Seoul, Republic of Korea Mr. Nam Jung Suk, C.E.O. Mr. Cho Jung Jin, Vice President	Shareholder	22.00% Shareholder
c/o David B. Harberg The Law Offices of David B. Harberg 1010 Lamar, Suite 450 Houston, TX 77002		

22. Former partners, officers, directors and shareholders

- None ☒ a. If the debtor is a partnership, list each member who withdrew from the partnership within ONE YEAR immediately preceding the commencement of this case.

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SOUTHERN DISTRICT OF TEXAS
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In re: **Helia Tec Resources, Inc.**Case No. _____
(if known)

STATEMENT OF FINANCIAL AFFAIRS

Continuation Sheet No. 6

None ☒ b. If the debtor is a corporation, list all officers or directors whose relationship with the corporation terminated within ONE YEAR immediately preceding the commencement of this case.

23. Withdrawals from a partnership or distributions by a corporation

None ☒ If the debtor is a partnership or corporation, list all withdrawals or distributions credited or given to an insider, including compensation in any form, bonuses, loans, stock redemptions, options exercised and any other perquisite during ONE YEAR immediately preceding the commencement of this case.

24. Tax Consolidation Group

None ☒ If the debtor is a corporation, list the name and federal taxpayer-identification number of the parent corporation of any consolidated group for tax purposes of which the debtor has been a member at any time within SIX YEARS immediately preceding the commencement of the case.

25. Pension Funds

None ☒ If the debtor is not an individual, list the name and federal taxpayer-identification number of any pension fund to which the debtor, as an employer, has been responsible for contributing at any time within SIX YEARS immediately preceding the commencement of the case.

[If completed on behalf of a partnership or corporation]

I declare under penalty of perjury that I have read the answers contained in the foregoing statement of financial affairs and any attachments thereto and that they are true and correct to the best of my knowledge, information and belief.

Date 10/3/2013Signature /s/ Cary E. Hughes

Cary E. Hughes
President

[An individual signing on behalf of a partnership or corporation must indicate position or relationship to debtor.]

*Penalty for making a false statement: Fine of up to \$500,000 or imprisonment for up to 5 years, or both.
18 U.S.C. §§ 152 and 3571*